

**CHAPMAN AND CUTLER** LLP

Theodore S. Chapman  
1877-1943  
Henry E. Cutler  
1879-1959

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Facsimile (312) 701-2361  
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San Francisco  
595 Market Street  
San Francisco, CA 94105  
(415) 541-0500

June 28, 2007

Salt Lake City  
201 South Main Street  
Salt Lake City, UT 84111  
(801) 533-0066

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, DC 20423-0001

RECORDATION NO. 18997-H FRED

JUN 28 '07 -9 00 AM

**SURFACE TRANSPORTATION BOARD**

Re: Refinancing of 1994 BNSF Railway Company  
Leveraged Lease Financing of Equipment (BN 1994-D)

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Memorandum of Amended and Restated Equipment Description (BN 1994-D), dated as of July 2, 2007, between Wilmington Trust Company, not in its individual capacity but solely as owner trustee, as lessor (the "*Lessor*"), and BNSF Railway Company (formerly known as Burlington Northern Railroad Company), as lessee (the "*Lessee*"), a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement (BN 1994-D), dated as of September 15, 1994, between BNSF Railway Company (formerly known as Burlington Northern Railroad Company), as lessee (the "*Lessee*") and Wilmington Trust Company, as Owner Trustee, as Lessor, which was recorded (or a memorandum of which was recorded) with the Interstate Commerce Commission (as predecessor to the Surface Transportation Board) on September 28, 1994 at 11:30 A.M. under recordation number 18997.

The names and addresses of the parties to the enclosed document are as follows:

Lessee: BNSF Railway Company  
2500 Lou Menk Drive  
Fort Worth, Texas 76131-2828

Lessor: Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890-0001  
Attention: Corporate Trust Administration (BN 1994-D)

CHAPMAN AND CUTLER LLP

The equipment covered as of the date hereof by the aforesaid Memorandum of Amended and Restated Equipment Description consists of 11 SD70M-AC Locomotives, 147 Covered Hopper Cars and 171 Aluminum Coal Cars bearing the road numbers and the BNSF or BN reporting marks, all as specifically described in Exhibit A attached hereto.

A short summary of the document to appear in the index follows:

Memorandum of Amended and Restated Equipment Description (BN 1994-D).

A fee of thirty-five dollars (\$35.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord  
Alvord and Alvord  
1050 Seventeenth Street, N.W.  
Suite 301  
Washington, DC 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-2991).

Sincerely,

CHAPMAN AND CUTLER LLP

By Michael D. Robson  
Michael D. Robson

MDR:pka  
Enclosures

**EXHIBIT A**

**UNITS**

**Equipment Description:**

**Number of Units:** eleven (11)  
**Model:** SD70MAC Locomotives

**Old Reporting Mark  
and Road Numbers**

**New Reporting Mark  
and Road Numbers**

BN	9400	BNSF	9400
through		through	
BN	9410	BNSF	9410

1994-D

**BN 35982 D - Covered Hoppers**

BN	469000	BNSF	469000
BN	469001	BNSF	469001
BN	469002	BNSF	469002
BN	469003	BNSF	469003
BN	469004	BNSF	469004
BN	469005	BNSF	469005
BN	469006	BNSF	469006
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BN	469008	BNSF	469008
BN	469009	BNSF	469009
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BN	469011	BNSF	469011
BN	469012	BNSF	469012
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BN	469016	BNSF	469016
BN	469017	BNSF	469017
BN	469018	BNSF	469018
BN	469019	BNSF	469019
BN	469020	BNSF	469020
BN	469021	BNSF	469021

<u>Initial</u>	<u>Number</u>	<u>Destroyed</u>	<u>Renumber</u>
BN	469022	BNSF	469022
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BN	469024	BNSF	469024
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BN	469060	BNSF	469060
BN	469061	BNSF	469061

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BN	469069	BNSF	469069
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BN 35982 D - Aluminum Coal Cars

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BN 35982 C-K

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BN 35892 C-K

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BN	535015	BNSF	666578
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BN	535017	BNSF	666580
BN	535018	BNSF	666581
BN	535019	BNSF	666582
BN	535021	BNSF	666584
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BN	535040	BNSF	666603
BN	535041	BNSF	666604

1994-D  
(end)

JUN 28 '07 -9 00 AM

MEMORANDUM OF AMENDED AND RESTATED EQUIPMENT DESCRIPTION  
(BN 1994-D)

SURFACE TRANSPORTATION BOARD

Memorandum of Amended and Restated Equipment Description (BN 1994-D) effective as of July 2, 2007, by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee, as Lessor ("*Lessor*"), and BNSF Railway Company (formerly known as Burlington Northern Railroad Company), a Delaware corporation, as Lessee ("*Lessee*").

WITNESSETH:

1. The undersigned have entered into an Equipment Lease Agreement (BN 1994-D), dated as of September 15, 1994 (as amended, supplemented or modified, the "*Lease*"), whereby the Lessor has agreed to lease to Lessee and Lessee has agreed to lease from the Lessor certain railroad equipment.

2. The Lease (or a memorandum thereof) was recorded with the Interstate Commerce Commission (as predecessor to the Surface Transportation Board) on September 28, 1994 at 11:30 A.M. under recordation number 18997 pursuant to Section 11303 of Title 49 of the United States Code (now known as Section 11301 of Title 49 of the United States Code).

3. The undersigned now desire to amend and restate the description of all railroad equipment currently subject to the Lease (the "*Equipment*"), the reporting marks and the road numbers of said Equipment. In connection therewith, attached hereto as Exhibit A is a true, correct and complete description of the Equipment and the reporting marks and road numbers of such Equipment as of the date hereof. Said Exhibit A shall amend and restate, effective as of the date first set forth hereinabove, all prior schedules, exhibits or other documents containing a description of the units of railroad equipment subject to the Lease and the reporting marks and the road numbers of said equipment.



IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Owner Trustee

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of June, 2007.

BNSF RAILWAY COMPANY

By  \_\_\_\_\_  
Name: L. Steven Vollmer  
Title: General Director-Finance

Executed on this 20<sup>th</sup> day of June, 2007.

STATE OF DELAWARE )  
New Castle ) SS:  
COUNTY OF ~~WILMINGTON~~ )

On this, the 20 day of June, 2007, before me, a Notary Public in and for said County and State, personally appeared J. Christopher Murphy, who being by me duly sworn, says that (s)he is the Financial Services Officer of WILMINGTON TRUST COMPANY, that said instrument was signed on June 20, 2007 on behalf of said banking corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said banking corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Bethany J. Taylor  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

(SEAL)

Bethany J. Taylor  
Notary Public - State of Delaware  
My Comm. Expires Oct. 20, 2007

STATE OF TEXAS )  
 ) SS:  
COUNTY OF TARRANT )

On this, the \_\_\_\_ day of June, 2007, before me, a Notary Public in and for said County and State, personally appeared L. Steven Vollmer, who being by me duly sworn, says that he is the General Director-Finance of BNSF RAILWAY COMPANY, that said instrument was signed on June \_\_\_\_, 2007, on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

(SEAL)

STATE OF DELAWARE     )  
                                  )  
COUNTY OF WILMINGTON )     SS.:

On this, the \_\_\_\_\_ day of June, 2007, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of WILMINGTON TRUST COMPANY, that said instrument was signed on June \_\_\_\_, 2007 on behalf of said banking corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said banking corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

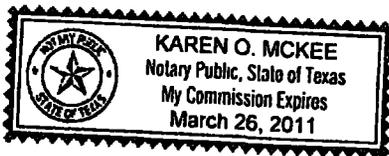
\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

(SEAL)

STATE OF TEXAS         )  
                                  )  
COUNTY OF TARRANT    )     SS:

On this, the 20<sup>th</sup> day of June, 2007, before me, a Notary Public in and for said County and State, personally appeared L. Steven Vollmer, who being by me duly sworn, says that he is the General Director-Finance of BNSF RAILWAY COMPANY, that said instrument was signed on June 20, 2007, on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



(SEAL)

Karen O. McKee  
Name: Karen O. McKee  
Notary Public  
My Commission Expires: 3-26-2011  
Residing in Tarrant county, TX

**EXHIBIT A**

**UNITS**

**Equipment Description:**

**Number of Units:** eleven (11)  
**Model:** SD70MAC Locomotives

**Old Reporting Mark  
and Road Numbers**

**New Reporting Mark  
and Road Numbers**

BN	9400	BNSF	9400
through		through	
BN	9410	BNSF	9410

1994-D

**BN 35982 D - Covered Hoppers**

BN	469000	BNSF	469000
BN	469001	BNSF	469001
BN	469002	BNSF	469002
BN	469003	BNSF	469003
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<u>Initial</u>	<u>Number</u>	<u>Destroyed</u>	<u>Renumber</u>
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<u>Initial</u>	<u>Number</u>	<u>Destroyed</u>	<u>Renumber</u>
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BN	469071		BNSF 469071
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BN	469073		BNSF 469073
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BN	469078		BNSF 469078
BN	469079		BNSF 469079
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BN	469081		BNSF 469081
BN	469082		BNSF 469082
BN	469083		BNSF 469083
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BN	469089		BNSF 469089
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BN	469093		BNSF 469093
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BN	469096		BNSF 469096
BN	469097		BNSF 469097
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<u>Initial</u>	<u>Number</u>	<u>Destroyed</u>	<u>Renumber</u>
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BN	469137		BNSF 469137
BN	469138		BNSF 469138
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<u>Initial</u>	<u>Number</u>	<u>Destroyed</u>	<u>Renumber</u>
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BN	469148		BNSF 469148
BN	469149		BNSF 469149
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BN	469151		BNSF 469151

BN 35982 D - Aluminum Coal Cars

BN	534860		BNSF 666424
BN	534861		BNSF 666425
BN	534862		BNSF 666426
BN	534863		BNSF 666427
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BN	534867		BNSF 666431
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BN	534870		BNSF 666434
BN	534871		BNSF 666435
BN	534872		BNSF 666436
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BN	534878		BNSF 666442
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BN	534883		BNSF 666447
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BN 35982 C-K

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<u>Initial</u>	<u>Number</u>	<u>Destroyed</u>	<u>Renumber</u>
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BN	534900		BNSF 666464
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BN	534910		BNSF 666474
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BN	534918		BNSF 666482
BN	534919		BNSF 666483
BN	534920		BNSF 666484
BN	534922		BNSF 666486
BN	534923		BNSF 666487
BN	534924		BNSF 666488
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BN 35882 C-K

<u>Initial</u>	<u>Number</u>	<u>Destroyed</u>	<u>Renumber</u>
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BN	534933		BNSF 666497
BN	534934		BNSF 666498
BN	534935		BNSF 666499
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BN	534937		BNSF 666501
BN	534938		BNSF 666502
BN	534939		BNSF 666503
BN	534940		BNSF 666504
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BN 35892 C-K

<u>Initial</u>	<u>Number</u>	<u>Destroyed</u>	<u>Renumber</u>
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BN	534982	BNSF	666546
BN	534983	BNSF	666546
BN	534984	BNSF	666547
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CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated:

6/28/07



\_\_\_\_\_  
Robert W. Alvord